

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re:

CASH CLOUD, INC.¹

Debtor.

Chapter 11

Case No. 23-10423 (MKN)

SUPPLEMENTAL CERTIFICATE OF SERVICE

I, Monica Arellano, depose and say that I am employed by Stretto, the claims and noticing agent for the Debtor in the above-captioned case.

On June 1, 2023, at my direction and under my supervision, employees of Stretto caused the following documents to be served via first-class mail on Gizmos Mini Mart LLC, Attn: Hanif Brown at 200 W Liberty St, Ste 1700, Louisville, KY 40202-2472, pursuant to USPS forwarding instructions:

- **Notice of Combined Hearing re: (I) Final Approval of Disclosure Statement; and (II) Confirmation of Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023** (attached hereto as Exhibit A)
- **Amended Notice of Bidding Procedures and Deadlines** (attached hereto as Exhibit B)
- **Notice of Hearing re: Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired Nonresidential Real Property Leases Pursuant to 11. U.S.C. § 365(d)(4)** (attached hereto as Exhibit C)
- **[Customized] Ballot for Accepting or Rejecting Cash Cloud Inc., dba Coin Cloud's Chapter 11 Plan of Reorganization Dated May 8, 2023 For Use by Record Holders of Class 3(b) Unsecured Claims** (attached hereto as Exhibit D)
- **Debtor's Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired Nonresidential Real Property Leases Pursuant to 11 U.S.C. § 365(d)(4)** (attached hereto as Exhibit E)
- **Debtor's Disclosure Statement for Chapter 11 Plan of Reorganization Dated May 8, 2023** (Docket No. 529)

[THIS SPACE INTENTIONALLY LEFT BLANK]

¹ The last four digits of the Debtor's federal tax identification number are 7468. The Debtor's mailing address is Two Summerlin, 10845 Griffith Peak Drive, Las Vegas, NV 89135.

- **Order Pursuant to 11 U.S.C. § 105(d)(2)(b)(vi), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief (Docket No. 554)**
- **Postage Pre-Paid Business Reply Envelope**

Furthermore, on June 5, 2023, Stretto in accordance with USPS forwarding instructions served the following document via first-class mail on Larnell Washington at PO Box 8265, Lacey, WA 98509-8265:

- **Notice of Bidding Procedures and Deadlines** (attached hereto as **Exhibit F**)

Dated: June 13, 2023

/s/ Monica Arellano
Monica Arellano
STRETTO
410 Exchange, Suite 100
Irvine, CA 92602
Telephone: 800.634.7734
Email: TeamCoinCloud@stretto.com

Exhibit A

1 BRETT A. AXELROD, ESQ.
2 Nevada Bar No. 5859
3 NICHOLAS A. KOFFROTH, ESQ.
4 Nevada Bar No. 16264
5 ZACHARY T. WILLIAMS, ESQ.
6 Nevada Bar No. 16023
7 **FOX ROTHSCHILD LLP**
8 1980 Festival Plaza Drive, Suite 700
9 Las Vegas, Nevada 89135
10 Telephone: (702) 262-6899
11 Facsimile: (702) 597-5503
12 Email: baxelrod@foxrothschild.com
13 nkoffroth@foxrothschild.com
14 zwilliams@foxrothschild.com
15 *Counsel for Debtor*

16 **UNITED STATES BANKRUPTCY COURT**

17 **DISTRICT OF NEVADA**

18 In re

19 CASH CLOUD, INC.,
20 dba COIN CLOUD,
21 Debtor.

22 Case No. BK-23-10423-mkn

23 Chapter 11

24 **NOTICE OF COMBINED HEARING RE:
(I) FINAL APPROVAL OF DISCLOSURE
STATEMENT; AND
(II) CONFIRMATION OF DEBTOR'S
CHAPTER 11 PLAN OF REORGANIZATION
DATED MAY 8, 2023**

25 Hearing Date: June 28, 2023

26 Hearing Time: 10:30 a.m.

27 **PLEASE TAKE NOTICE** that on May 8, 2023, Cash Cloud, Inc. dba Coin Cloud
28 ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case"),
filed an *Ex Parte Motion for Order Pursuant to 11 U.S.C. 105(d)(2)(B)(VI), Fed. R. Bankr. P. 3017.1*
and *Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including:*
(I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval
of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined
Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and
*(V) Granting Related Relief [Docket No. 530] (the "Motion"),*¹ seeking, among other things,
conditional approval of the adequacy of Debtor's *Disclosure Statement in Connection with Debtor's*

29 ¹ Capitalized terms not defined herein shall the meanings assigned to them in the Motion.

1 *Chapter 11 Plan of Reorganization Dated May 8, 2023 [Docket No. 529] (the “Disclosure*
 2 *Statement*”).

3 **PLEASE TAKE FURTHER NOTICE** that on May 12, 2023, the United States Bankruptcy
 4 Court for the District of Nevada (the “Bankruptcy Court”) entered an *Order* granting the Motion
 5 [Docket No. 554] (the “Solicitation Order”) which, among other things, conditionally approved the
 6 Disclosure Statement and directed the Debtor to solicit votes with regard to the approval or rejection
 7 of the *Debtor’s Chapter 11 Plan of Reorganization Dated May 8, 2023 [Docket No. 528]* (the “Plan”).

8 **PLEASE TAKE FURTHER NOTICE** that a combined hearing to consider the final
 9 approval of the Disclosure Statement, as well as confirmation of the Plan (the “Combined Hearing”)
 10 will commence at **10:30 a.m. prevailing Pacific Time on June 28, 2023**, before the Honorable Mike
 11 K. Nakagawa, United States Bankruptcy Judge, the Foley Federal Building, 300 Las Vegas Boulevard
 12 South, Courtroom No. 2, Las Vegas, Nevada. The Combined Hearing may be continued from time
 13 to time by announcing such continuance in open court or otherwise, without further notice to parties
 14 in interest. The Bankruptcy Court, in its discretion, may impose certain procedural rules governing
 15 the Combined Hearing.

16 **NOTICE IS FURTHER GIVEN** that the hearing will be held remotely. Parties are
 17 permitted to appear telephonically by dialing (669) 254-5252 and entering meeting ID 161 062 2560
 18 and entering access code or passcode 029066#.

19 **NOTICE IS FURTHER GIVEN** that if you do not want the court to grant the relief sought,
 20 or if you want the court to consider your views on the Plan and Disclosure Statement, then you must
 21 file an opposition with the Bankruptcy Court, and serve a copy as instructed below.

22 If you object to the relief requested, you *must* file a **WRITTEN** response to this pleading
 23 with the court. You *must* also serve your written response on the person who sent you this notice.

24 If you do not file a written response with the court, or if you do not serve your written
 25 response on the person who sent you this notice, then:

- 26 • The court may *refuse to allow you to speak* at the scheduled hearing; and
- 27 • The court may *rule against you* without formally calling the matter at the hearing.

28 **PLEASE TAKE FURTHER NOTICE** that the deadline to file and serve objections to the
 29 final approval of the Disclosure Statement and confirmation of the Plan is **June 12, 2023 at 5:00 p.m.**
 30 (**Pacific Time**) (the “Objection Deadline”). Creditors and parties in interest may object to the
 31 conditionally approved Disclosure Statement as permitted by Bankruptcy Rule 3017.1 and Local
 32 Rule 3017. Any objection to the Disclosure Statement and/or to the Plan must:

- 33 (i) be in writing;
- 34 (ii) conform to the Bankruptcy Rules and the Local Rules;
- 35 (iii) set forth the name of the objector, the nature and amount of claims or interests
 36 held or asserted by the objector against the Debtor’s estate or property, the
 37 basis for the objection and the specific grounds therefor, set forth all relevant
 38 facts and legal authority, and be supported by affidavits or declarations that
 39 conform to Local Rule 9014(c);
- 40 (iv) be served via electronic mail, personal service or overnight delivery upon:
 41 (a) counsel to Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite
 42 700, Las Vegas, Nevada 89135, Attn: Brett Axelrod; (b) counsel to DIP

Lender, (i) Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131, Attn: Jordi Guso, and (ii) Sylvester & Polednak Ltd., 1731 Village Center Circle, Las Vegas, NV 89134, Attn: Jeffrey R. Sylvester; (c) counsel to Genesis Global Holdco, LLC, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn: Sean A. O'Neal and Jane VanLare; (d) counsel to Enigma Securities Limited, (i) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn: Gary S. Lee and Andrew Kissner, and (ii) Shea Larsen, 1731 Village Center Circle, Suite 150, Las Vegas, NV 89134, Attn: James Patrick Shea; (e) counsel to the Committee of Unsecured Creditors (the "Committee"), (i) Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004, Attn: John R. Ashmead and Robert J. Gayda, and (ii) McDonald Carano Wilson LLP, 2300 W. Sahara Ave., Suite 1200, Las Vegas, NV 89102 Attn: Ryan J. Works, and (f) the Office of the United States Trustee, 300 Las Vegas Boulevard S., Suite 4300, Las Vegas, NV 89101, Attn: Jared A. Day; and

(v) be filed with the Clerk of the United States Bankruptcy Court for the District of Nevada,

in each case so as to be received no later than 5:00 p.m. (Pacific Time) on the Objection Deadline.

Any party-in-interest who fails to (a) object to the approval of the Disclosure Statement, and/or confirmation of the Plan in writing, (b) timely file such objection in compliance with the Local Rules, and (c) timely serve such objection as set forth above, shall be deemed to have waived any objection to the approval of the Disclosure Statement and/or the confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that pursuant to the Solicitation Order, the Bankruptcy Court approved the Solicitation Procedures attached as Exhibit "A" to the Solicitation Order. The Solicitation Procedures govern various important aspects of the means by which the Debtor will solicit votes on and seek confirmation of the Plan.

PLEASE TAKE FURTHER NOTICE that copies of the Plan, the Disclosure Statement, the Solicitation Order and other documents are available: (a) electronically through the Court's CM/ECF system at <http://ecf.nvb.uscourts.gov> (PACER account required); (b) electronically on the following website: <https://cases.stretto.com/CashCloud>; or (c) by contacting Debtor's counsel, Fox Rothschild, LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135; telephone: (702) 262-6899; Attn: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

Dated this 12th day of May, 2023.

FOX ROTHSCHILD LLP

By */s/Brett A. Axelrod*

BRETT A. AXELROD, ESO.

BRETT H. KEEKES
Nevada Bar No. 5859

Nevada Bar No. 3835
1980 Festival Plaza Drive, Suite 700

1980 Festival Plaza Drive,
Las Vegas Nevada 89135

Las Vegas, Nevada
Counsel for Debtor

Exhibit B

1 BRETT A. AXELROD, ESQ.
 2 Nevada Bar No. 5859
 3 NICHOLAS A. KOFFROTH, ESQ.
 4 Nevada Bar No. 16264
 5 ZACHARY T. WILLIAMS, ESQ.
 6 Nevada Bar No. 16023
7 FOX ROTHSCHILD LLP
 8 1980 Festival Plaza Drive, Suite 700
 9 Las Vegas, Nevada 89135
 10 Telephone: (702) 262-6899
 11 Facsimile: (702) 597-5503
 12 Email: baxelrod@foxrothschild.com
 13 nkoffroth@foxrothschild.com
 14 zwilliams@foxrothschild.com
Counsel for Debtor

10
 11 **UNITED STATES BANKRUPTCY COURT**

12 **DISTRICT OF NEVADA**

13 In re	Case No. BK-23-10423-mkn
14	Chapter 11
15 CASH CLOUD, INC.,	AMENDED NOTICE OF BIDDING
16 d/b/a COIN CLOUD,	PROCEDURES AND DEADLINES
17	Hearing Date: June 28, 2023
18	Hearing Time: 10:30 a.m. (Pacific Time)

19
 20 **PLEASE TAKE NOTICE THAT** on April 7, 2023, Cash Cloud, Inc., d/b/a Coin Cloud (the
 21 “Debtor”), debtor and debtor in possession in the above-captioned chapter 11 case (the “Chapter 11
 22 Case”), under chapter 11 of the United States Bankruptcy Code 11 U.S.C. §§ 101 et seq. (the
 23 “Bankruptcy Code”), filed *Debtor’s Motion for Entry of an Order: (A) Approving Auction and*
Bidding Procedures for Potential Plan Sponsors or the Purchase of Substantially All of the Debtor’s
Assets; (B) Approving Form Notice to Be Provided to Interested Parties; and (C) Scheduling a
Hearing to Consider Approval of the Highest and Best Transaction, Cure Objections, and
Confirmation of the Proposed Toggle Plan [Docket No. 392] (the “Motion”)¹ with the United States
 24 Bankruptcy Court for the District of Nevada (the “Court”) pursuant to Bankruptcy Code sections
 25 105(a), 363, and 365, Bankruptcy Rules 2002, 6004, and 6006, for entry of an order: (i) approving
 26 and authorizing proposed bidding procedures to select the value-maximizing transaction (a

27
 28 ¹ All capitalized terms used herein and not otherwise defined herein shall have the respective
 meanings ascribed to them in the Motion or in the Bidding Procedures, as applicable.

1 “Transaction”) which may include (a) sponsoring a proposed plan of reorganization (the
 2 “Reorganization Plan”) for Debtor, or (b) purchasing substantially all of Debtor’s assets pursuant to
 3 § 363 (a potential Reorganization Plan sponsor or Sale purchaser, each a “Bidder”); (ii) approving
 4 and authorizing an auction process (the “Auction”) to select the Bidder proposing the highest and
 5 best Transaction in accordance with the Bidding Procedures; (iii) approving the form and manner of
 6 notice of the bidding procedures (the “Bidding Procedures Notice”); (iv) approving the form and
 7 manner of notice of potential assumption of certain executory contracts and unexpired leases and
 8 related cure amounts (the “Cure Notice”); (v) scheduling a hearing to confirm or approve, as
 9 applicable, the Transaction and confirm Debtor’s Toggle Plan to be funded by such Transaction (the
 10 “Transaction Hearing”); and (vi) granting Debtor such other and further relief as is just and
 11 appropriate under the circumstances.

12 **PLEASE TAKE FURTHER NOTICE THAT** (a) on April 27, 2023, the Court entered an
 13 *Order Establishing Bidding Procedures and Related Deadlines* [Docket No. 483] (the “Bidding
 14 Procedures Order”), approving the bidding procedures annexed as Exhibit A thereto (the “Bidding
 15 Procedures”), authorizing Debtor to employ the Bidding Procedures, and directing Debtor to send out
 16 this Bidding Procedures Notice; and (b) on May 9, 2023, the Court entered an *Order Approving*
 17 *Stipulation to Extend Bid Deadline, Reschedule Auction and Move Deadlines Re: Cure Notices and*
 18 *Objections* [Docket No. 538] (the “Extension Order”).

19 **PLEASE TAKE FURTHER NOTICE THAT** Debtor designated the Stalking Horse and
 20 filed the Stalking Horse Bid on April 25, 2023 [Docket No. 473]. Pursuant to the Bidding Procedures
 21 Order and the Extension Order, if Debtor receives a Qualified Bid in addition to the Stalking Horse
 22 Bid by May 30, 2023, at 5:00 p.m. (Pacific Time) (the “Bid Deadline”), Debtor shall conduct the
 23 Auction on June 2, 2023 commencing at 9:00 a.m. (Pacific Time) at the offices of Fox Rothschild,
 24 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135, or at such later date and time and at
 25 such alternative location (including by remote videoconference or telephonic means noticed to the
 26 Qualified Bidders) as Debtor may determine or the Bankruptcy Court may direct. If Debtor does not
 27 receive at least one Qualified Bid (in addition to the Stalking Horse Bid) by the Bid Deadline, Debtor
 28 may not conduct the Auction.

19 **PLEASE TAKE FURTHER NOTICE** that, as set forth above, **the Bid Deadline is May 30, 2023, at 5:00 p.m. (Pacific Time)**. A Potential Bidder that desires to submit a Bid is required, under
 20 the Bidding Procedures and the Bidding Procedures Order, to deliver its Qualified Bid and all
 21 materials required in connection therewith (as fully set forth in the Bid Procedures) no later than the
 22 Bid Deadline. Any person or entity that does not submit a Bid by the Bid Deadline (as may be
 23 extended pursuant to the Bidding Procedures) shall not be permitted to participate in the Auction.

24 **PLEASE TAKE FURTHER NOTICE** that all objections to the adequacy of the Winning
 25 Bid or the Back-Up Bid must be submitted on or before June 12, 2023, at 5:00 p.m. (Pacific Time).

26 **PLEASE TAKE FURTHER NOTICE THAT** on or before June 6, 2023, Debtor shall serve
 27 the Cure Notices upon the Counterparties to contracts and leases.

28 **PLEASE TAKE FURTHER NOTICE THAT** all Counterparties who object to the Cure
 29 Amount stated in the Cure Notice, or the ability of Debtor to assume and/or assign a contract or lease,
 30 must file such objections on or before June 16, 2023, by 5:00 p.m. (Pacific Time) (the “Contract
 31 Objection Deadline”).

1 **PLEASE TAKE FURTHER NOTICE THAT** Debtor, or any other party, shall file any
 2 replies to any Contract Objections on or before **June 21, 2023, by 5:00 p.m. (Pacific Time)** (the
 3 “Cure Reply Deadline”).

4 **PLEASE TAKE FURTHER NOTICE THAT** the Court shall conduct a hearing (the
 5 “Contract Hearing”) to resolve any and all disputes as to Cure Amounts or Debtor’s assumption
 6 and/assignment of any contract or lease on **June 28, 2023 at 10:30 a.m. (Pacific Time)**, at the United
 7 States Bankruptcy Court, Courtroom 2, 300 Las Vegas Boulevard South, Las Vegas, Nevada, which
 8 may be continued, upon Debtor’s request, to a later date.

9 **PLEASE TAKE FURTHER NOTICE THAT** the Court shall conduct a hearing
 10 (“Transaction Hearing”) concerning approval of the Winning Bid and Back-Up Bid on **June 28, 2023,**
 11 **at 10:30 a.m. (Pacific Time)**, at the United States Bankruptcy Court, Courtroom 2, 300 Las Vegas
 12 Boulevard South, Las Vegas, Nevada, which may be continued, upon Debtor’s request, to a later date.

13 **PLEASE TAKE FURTHER NOTICE THAT** any person or entity wishing to submit a Bid
 14 is urged to review the Bidding Procedures, the Bidding Procedures Order, and the Motion. Copies
 15 of the Motion and the Bidding Procedures Order, including the Bidding Procedures annexed as
 16 Exhibit A to the Bidding Procedures Order, may be reviewed (a) during regular Court hours at the
 17 United States Bankruptcy Court, 300 Las Vegas Boulevard South, Las Vegas, Nevada,
 18 (b) electronically at www.nvb.uscourts.gov, the official website for the Court, (c) on the website for
 19 Debtor’s claims agent Stretto, Inc., at <https://cases.stretto.com/CashCloud>, or (d) upon written request
 20 to counsel for Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada
 21 89135, Attention: Patricia Chlum, Paralegal, email: pcchlum@foxrothschild.com.

22 DATED this 11th day of May 2023.

23 **FOX ROTHSCHILD LLP**

24 By: /s/Brett A. Axelrod
 25 BRETT A. AXELROD, ESQ.
 26 Nevada Bar No. 5859
 27 NICHOLAS A. KOFFROTH, ESQ.
 28 Nevada Bar No. 16264
 29 ZACHARY T. WILLIAMS, ESQ.
 30 Nevada Bar No. 16023
 31 1980 Festival Plaza Drive, Suite 700
 32 Las Vegas, Nevada 89135
 33 *Counsel for Debtor*

Exhibit C

1 BRETT A. AXELROD, ESQ.
 2 Nevada Bar No. 5859
 3 NICHOLAS A. KOFFROTH, ESQ.
 4 Nevada Bar No. 16264
 5 ZACHARY T. WILLIAMS, ESQ.
 6 Nevada Bar No. 16023
 7 **FOX ROTHSCHILD LLP**
 8 1980 Festival Plaza Drive, Suite 700
 9 Las Vegas, Nevada 89135
 10 Telephone: (702) 262-6899
 11 Facsimile: (702) 597-5503
 12 Email: baxelrod@foxrothschild.com
 13 nkoffroth@foxrothschild.com
 14 zwilliams@foxrothschild.com
 15 *Counsel for Debtor*

16 **UNITED STATES BANKRUPTCY COURT**

17 **DISTRICT OF NEVADA**

18 In re

19 Case No. BK-23-10423-mkn

20 CASH CLOUD, INC.,
 21 dba COIN CLOUD,
 22 Debtor.

23 Chapter 11

24 **NOTICE OF MOTION FOR ORDER
 25 EXTENDING DEADLINE TO ASSUME,
 26 ASSUME AND ASSIGN, OR REJECT
 27 UNEXPIRED NONRESIDENTIAL REAL
 PROPERTY LEASES PURSUANT TO 11.
 U.S. C. § 365(d)(4)**

28 Hearing Date: June 5, 2023
 Hearing Time: 10:30 a.m.

29 **PLEASE TAKE NOTICE** that on May 8, 2023, Cash Cloud, Inc. dba Coin Cloud
 30 (“Debtor”), debtor and debtor in possession in the above-captioned case (the “Chapter 11 Case”),
 31 filed a *Motion for Order Extending Deadline to Assume, Assume and Assign, or Reject Unexpired*
 32 *Nonresidential Real Property Leases Pursuant to 11. U.S. C. § 365(d)(4)* [Docket No. 534] (the
 33 “Motion”).¹

34 **PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion will be held at
 35 **10:30 a.m. prevailing Pacific Time on June 5, 2023**, before the Honorable Mike K. Nakagawa,
 36 United States Bankruptcy Judge, the Foley Federal Building, 300 Las Vegas Boulevard South,
 37 Courtroom No. 2, Las Vegas, Nevada.

38 ¹ Capitalized terms not defined herein shall have the meanings assigned to them in the Motion.

1 **NOTICE IS FURTHER GIVEN** that the hearing will be held remotely. Parties are
 2 permitted to appear telephonically by dialing (669) 254-5252 and entering meeting ID 161 062 2560
 3 and entering access code or passcode 029066#.

4 **NOTICE IS FURTHER GIVEN** that if you do not want the court to grant the relief sought,
 5 or if you want the court to consider your views on the Motion, then you must file an opposition with
 6 the Bankruptcy Court, and serve a copy as instructed below.

7 If you object to the relief requested, you *must* file a **WRITTEN** response to this pleading
 8 with the court. You *must* also serve your written response on the person who sent you this notice.

9 If you do not file a written response with the court, or if you do not serve your written
 10 response on the person who sent you this notice, then:

- 11 • The court may *refuse to allow you to speak* at the scheduled hearing; and
- 12 • The court may *rule against you* without formally calling the matter at the hearing.

13 **PLEASE TAKE FURTHER NOTICE** that the deadline to file and serve objections to the
 14 Motion is **May 31, 2023** (the “Objection Deadline”). Any objection to the Motion must: (i) be in
 15 writing; (ii) conform to the Bankruptcy Rules and the Local Rules; (iii) set forth the name of the
 16 objector, the nature and amount of claims or interests held or asserted by the objector against the
 17 Debtor’s estate or property, the basis for the objection and the specific grounds therefor, set forth all
 18 relevant facts and legal authority, and be supported by affidavits or declarations that conform to Local
 19 Rule 9014(c); (iv) be served via electronic mail, personal service or overnight delivery upon:
 20 (a) counsel to Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada
 21 89135, Attn: Brett Axelrod; (b) counsel to the Committee of Unsecured Creditors, (i) Seward & Kissel
 22 LLP, One Battery Park Plaza, New York, New York 10004, Attn: John R. Ashmead and Robert J.
 23 Gayda, and (ii) McDonald Carano Wilson LLP, 2300 W. Sahara Ave., Suite 1200, Las Vegas, NV
 24 89102 Attn: Ryan J. Works, and (c) the Office of the United States Trustee, 300 Las Vegas Boulevard
 25 S., Suite 4300, Las Vegas, NV 89101, Attn: Jared A. Day; and (v) be filed with the Clerk of the United
 26 States Bankruptcy Court for the District of Nevada, in each case so as to be received no later than the
 27 Objection Deadline.

28 **PLEASE TAKE FURTHER NOTICE** that copies of the Motion and supporting pleadings
 1 are available: (a) electronically through the Court’s CM/ECF system at <http://ecf.nvb.uscourts.gov>
 2 (PACER account required); (b) electronically on the following website: <https://cases.stretto.com/CashCloud>; or (c) by contacting Debtor’s counsel, Fox Rothschild, LLP,
 3 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135; telephone: (702) 262-6899;
 4 Attn: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

5 Dated this 11th day of May, 2023.

6 **FOX ROTHSCHILD LLP**

7 By /s/Brett A. Axelrod

8 BRETT A. AXELROD, ESQ.

9 Nevada Bar No. 5859

10 1980 Festival Plaza Drive, Suite 700

11 Las Vegas, Nevada 89135

12 Counsel for Debtor

Exhibit D

**BALLOT FOR ACCEPTING OR REJECTING
CASH CLOUD, INC., dba COIN CLOUD'S
CHAPTER 11 PLAN OF REORGANIZATION
DATED MAY 8, 2023**

For Use by Record Holders of Class 3(b) General Unsecured Claims

**DEADLINE FOR RECEIPT OF BALLOTS:
JUNE 12, 2023
5:00 P.M. PACIFIC STANDARD TIME**

Cash Cloud, Inc. dba Coin Cloud ("Debtor"), debtor and debtor in possession in the above-captioned case (the "Chapter 11 Case"), has proposed *Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* (the "Plan"), and its *Disclosure Statement* prepared in connection with the Plan (the "Disclosure Statement").¹ The Disclosure Statement provides information to assist you in deciding how to vote your ballot.

Debtor has filed a petition for relief under chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), commencing Chapter 11 Case No. 23-10423-mkn, pending before the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

The Plan referred to in this Ballot and transmitted concurrently herewith, can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount, and more than one-half in number, of the claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and it otherwise satisfies the requirements of Bankruptcy Code section 1129.

To have your vote count, you must fully complete the Ballot in accordance with the instructions and return this Ballot by the deadline indicated above. Before casting your vote, please refer to the Disclosure Statement and the Plan, both of which are transmitted concurrently herewith. If you do not have a Disclosure Statement or Plan, you may obtain a copy by either: (a) downloading it from the website maintained by Debtor's Balloting Agent, Stretto Inc. ("Stretto"), at <https://cases.stretto.com/CashCloud>; or (b) written request via (i) email to CashCloudBallot@stretto.com, or (ii) first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

You should carefully review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3(b) under the Plan. If you hold claims

¹ Capitalized terms not defined herein have the meanings assigned to them in the Disclosure Statement.

or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by Stretto on or before 5:00 p.m. Pacific Time on June 12, 2023, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. You may submit your ballot by: (a) uploading it on the “File a Ballot” tab on the Stretto Website at <https://cases.stretto.com/CashCloud>; (b) email to CashCloudBallot@stretto.com; or (c) first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602. If you need additional copies of the Ballot, you should send your written request for a Ballot: (a) by email to CashCloudBallot@stretto.com; or (b) by first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

If your Ballot is damaged, if you need additional Ballots, or if you have any questions concerning voting procedures, please write: (a) by email to CashCloudBallot@stretto.com; or (b) by first class mail, overnight delivery or hand delivery to the following address: Cash Cloud, Inc. (DBA Coin Cloud) Balloting c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602.

Each Ballot votes only your Claims marked on the Ballot. You must vote a separate Ballot for each Class of Claims you hold. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class **only** if you fill out and return the Ballot for that Class in accordance with the instructions set forth in this Ballot. If a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted.

For further information, see the *Order Pursuant to 11 U.S.C. 105(d)(2)(B)(VI), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief*[Docket No. 554], available for download free of charge on <https://cases.stretto.com/CashCloud>.

If you complete and return more than one Ballot to be counted for the same Claim, the Ballot received closest to, but on or before, the deadline to return Ballots shall be the Ballot that is counted.

If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation, partner of a partnership, or other person acting in a fiduciary or representative capacity, such person should indicate his or her capacity when signing.

Do not return any securities, instruments, or other documentation with the Ballot.

If the Plan is subsequently confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Summary of Plan Treatment of Class 3(b): General Unsecured Claims²

On or as soon as reasonably practicable after the Effective Date, Reorganized Debtor shall transfer to the Creditor Trust: (A) the Creditor Trust Funding Amount; and (B) the Creditor Trust Assets. Notwithstanding anything to the contrary in the Plan, in full and final satisfaction, settlement, release, and discharge of, and in exchange for release of all Allowed General Claims, each Holder of an Allowed General Unsecured Claim shall:

- (A) *if a Sale occurs*: receive its share of (1) the Net Sale Proceeds on or as soon as reasonably practicable after the Effective Date, and (2) the Creditor Trust Proceeds if and when they are liquidated in accordance with the Creditor Trust Agreement, in both cases of (1) and (2), as determined Pro Rata based on the Aggregate Amount of the Allowed AVT Claim and all Allowed General Unsecured Claims; or
- (B) *if a Sale does not occur*: receive its share of the Creditor Trust Proceeds if and when liquidated in accordance with the Creditor Trust Agreement, as determined Pro Rata based on the Aggregate Amount of the Allowed AVT Claim and all Allowed General Unsecured Claims.

Vote

The undersigned, the holder of the Class 3(b) General Unsecured Claim, in the amount of

\$ _____, hereby:

[Check one box only]

Accepts the Plan Rejects the Plan

Dated: _____

Print or type Name: _____

Signature: _____

Title (if corporation or partnership): _____

Address: _____

² To extent that there is any inconsistency between the summary of the Plan's treatment of the Class 3(b) Claims contained herein and the Plan itself, the terms of the Plan control.

RETURN THIS BALLOT BY:

- **UPLOADING IT ON THE “FILE A BALLOT” TAB ON THE STRETTO WEBSITE AT [HTTPS://CASES.STRETTO.COM/CASHCLOUD](https://CASES.STRETTO.COM/CASHCLOUD);**
- **EMAIL TO CASHCLOUDBALLOT@STRETTO.COM; OR**
- **FIRST CLASS MAIL, OVERNIGHT DELIVERY OR HAND DELIVERY TO: CASH CLOUD, INC. (DBA COIN CLOUD) BALLOTING C/O STRETTO, 410 EXCHANGE, SUITE 100, IRVINE, CA 92602.**

Exhibit E

1 BRETT A. AXELROD, ESQ.
 2 Nevada Bar No. 5859
 3 NICHOLAS A. KOFFROTH, ESQ.
 4 Nevada Bar No. 16264
 5 ZACHARY T. WILLIAMS, ESQ.
 6 Nevada Bar No. 16023
FOX ROTHSCHILD LLP
 7 1980 Festival Plaza Drive, Suite 700
 8 Las Vegas, Nevada 89135
 9 Telephone: (702) 262-6899
 Facsimile: (702) 597-5503
 Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

10

11 **UNITED STATES BANKRUPTCY COURT**

12 **DISTRICT OF NEVADA**

13 In re

Case No. BK-23-10423-mkn

14

15 CASH CLOUD, INC.,
 dba COIN CLOUD,

Chapter 11

16 Debtor.

17

18

19

20

21

22

23

24

25

26

27

28

**DEBTOR'S MOTION FOR ORDER
 EXTENDING DEADLINE TO ASSUME,
 ASSUME AND ASSIGN, OR REJECT
 UNEXPIRED NONRESIDENTIAL REAL
 PROPERTY LEASES PURSUANT TO
 11 U.S.C. § 365(d)(4)**

Hearing Date: OST Pending
 Hearing Time: OST Pending

Cash Cloud, Inc. d/b/a Coin Cloud (“Cash Cloud,” or “Debtor”), debtor and debtor in possession in the above-referenced chapter 11 bankruptcy case (the “Chapter 11 Case”), hereby submits this Motion (the “Motion”) for entry of an order, pursuant to section 365(d)(4) of title 11 of the United States Code (the “Bankruptcy Code”), extending the statutory deadline (the “365(d)(4) Deadline”) for Debtor to assume, assume and assign, or reject all of its unexpired non-residential real

1 property leases that have not been assumed or rejected to date (the “Leases”),¹ including those
 2 identified on **Exhibit A** hereto, for an additional thirty-seven day period through and including
 3 July 14, 2023.

4 This Motion is made and based on the *Declaration of Chris McAlary* (the “McAlary
 5 Declaration”) filed in support hereof, the following points and authorities, the papers and pleadings
 6 on file with the Court in the Chapter 11 Case, and any oral arguments the Court may entertain at the
 7 hearing on the Motion.

8 DATED this 8th day of May, 2023.

9 **FOX ROTHSCHILD LLP**

10 By: /s/Brett A. Axelrod
 11 BRETT A. AXELROD, ESQ.
 12 Nevada Bar No. 5859
 13 NICHOLAS A. KOFFROTH, ESQ.
 14 Nevada Bar No. 16264
 15 ZACHARY T. WILLIAMS, ESQ.
 16 Nevada Bar No. 16023
 17 1980 Festival Plaza Drive, Suite 700
 18 Las Vegas, Nevada 89135
 19 *Counsel for Debtor*

20 FOX ROTHSCHILD LLP
 21 1980 Festival Plaza Drive, Suite 700
 22 Las Vegas, Nevada 89135
 23 (702) 262-6899
 24 (702) 597-5503 (fax)
 25

26 ¹ Nothing herein shall be construed as a concession or evidence that any of the Leases: (a) is actually
 27 a “lease,” “license” or “executory contract” within the meaning of Bankruptcy Code § 365 and other applicable
 28 law; or (b) has not expired, been terminated, or otherwise is not currently in full force and effect. Rather, the
 Debtor expressly reserves all of its rights with respect thereto, including its right to seek a later determination
 of these issues and its right to dispute the validity, status, characterization, or enforceability of any of the
 Leases.

MEMORANDUM POINTS AND AUTHORITIES

I.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) & (O).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory basis for the relief requested herein is Bankruptcy Code §§ 365(d)(4).
4. Pursuant to Local Rule 9014.2, the Debtor consents to entry of final order(s) or judgment(s) by the bankruptcy judge if it is determined that the bankruptcy judge, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

II.

BACKGROUND

5. On February 7, 2023 (the “Petition Date”), Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. Debtor is continuing in possession of its property and is operating and managing its business as debtor in possession, pursuant to Bankruptcy Code sections 1107 and 1108. See generally Chapter 11 Case Docket.

7. On February 17, 2023, the Office of the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) [ECF No. 131], as amended on February 28, 2023 [ECF No. 177].

8. No request has been made for the appointment of a trustee or examiner.
9. The factual background relating to the Debtor's commencement of the Chapter 11 Case is set forth in detail in the *Omnibus Declaration of Christopher Andrew McAlary in Support of Emergency First Day Motions* [ECF No. 19] (the “Omnibus Declaration”) and is incorporated for all purposes herein by this reference.

1 **A. Debtor's Business.**

2 10. As set forth in greater detail in the Omnibus Declaration, Debtor's business involves
 3 providing a platform for customers to buy and sell digital currencies through Digital Currency
 4 Machines ("DCMs") distributed across the United States. DCMs are an advanced version of the
 5 kiosks commonly referred to as Bitcoin ATMs or BTMs, that enable a consumer to both buy and sell
 6 bitcoin (as well as 30+ other digital currencies) for cash. See McAlary Declaration, ¶ 4.

7 11. As of December 31, 2022, Debtor operated approximately 4800 DCMs throughout the
 8 United States and Brazil, installed in some of the largest convenience, grocery and liquor store chains
 9 and prestigious malls. See McAlary Declaration, ¶ 5.

10 12. Debtor has entered into agreements ("Host Agreements") with various retail locations,
 11 including convenience stores, malls, and enterprise grocery stores ("Hosts"), whereby Debtor installs
 12 a DCM at the Host's location. Debtor agrees to pay the Host either a fixed monthly rental payment
 13 and internet charges or a variable portion of the profit of the machine (as defined in the agreements)
 14 for the ability to utilize the Host's storefront location to facilitate the buying and selling of digital
 15 currencies. The Host Agreements typically have a 3 to a 7-year term, with automatic renewals, unless
 16 terminated by either party. The Host Agreements might constitute unexpired leases of nonresidential
 17 real property within the meaning of section 365(d)(4) of the Bankruptcy Code. See McAlary
 18 Declaration, ¶ 6.

19 **B. Debtor's Rejection of Host Agreements.**

20 13. Since the Petition Date, Debtor has worked diligently to determine which of the Host
 21 locations are not profitable and to reject the Host Agreements associated therewith. See McAlary
 22 Declaration, ¶ 7.

23 14. Among other things, Debtor has filed the following motions to reject certain Host
 24 Agreements, together with other executory contracts and unexpired leases ("Rejection Motions"):

25 (a) *Debtor's Motion For Entry Of Order Approving Rejection Of Executory Contract With*
 26 *B. Riley Securities, Inc. Pursuant To 11 U.S.C. § 365(A)* [ECF No. 55], approved by
 27 Order entered March 16, 2023 [ECF No. 295];

- 1 (b) *Debtor's Motion For Approval Of Rejection Of Unexpired Lease With TSSP LLC*
 2 *Pursuant To 11 U.S.C. § 365(a) And Abandonment Of Any Property That Remains At*
 3 *Premises [ECF No. 103], approved by Order entered on February 27, 2023 [ECF No.*
 4 *172];*
- 5 (c) *Debtor's First Omnibus Motion For Entry Of Order Approving Rejection Of*
 6 *Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And*
 7 *Disposal Of Certain Personal Property Including Abandonment [ECF No. 138];*
- 8 (d) *Debtor's Second Omnibus Motion For Entry Of Order Approving Rejection Of*
 9 *Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And*
 10 *Disposal Of Certain Personal Property Including Abandonment [ECF No. 141];*
- 11 (e) *Debtor's Third Omnibus Motion For Entry Of Order Approving Rejection Of*
 12 *Executory Contracts And Unexpired Leases [ECF No. 311], approved by Order*
 13 *entered on April 28, 2023 [ECF No. 491];*
- 14 (f) *Fourth Omnibus Motion For Entry Of Order Approving Rejection Of Executory*
 15 *Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of*
 16 *Certain Personal Property Including Surrender And Termination Of The Automatic*
 17 *Stay And/Or Abandonment [ECF No. 355];*
- 18 (g) *Fifth Omnibus Motion For Entry Of Order Approving Rejection Of Executory*
 19 *Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of*
 20 *Certain Personal Property Including Surrender And Termination Of The Automatic*
 21 *Stay And/Or Abandonment [ECF No. 358];*
- 22 (h) *Sixth Omnibus Motion For Entry Of Order Approving Rejection Of Executory*
 23 *Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of*
 24 *Certain Personal Property Including Surrender And Termination Of The Automatic*
 25 *Stay And/Or Abandonment [ECF No. 361]; and*
- 26 (i) *Seventh Omnibus Motion For Entry Of Order Approving Rejection Of Executory*
 27 *Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of*
 28 *Certain Personal Property Including Surrender And Termination Of The Automatic*
 29 *Stay And/Or Abandonment [ECF No. 364].*

30 15. After entry of the Orders approving certain of the Rejection Motions (as set forth
 31 above), Debtor is still party to the Leases on Exhibit A, which are largely Host Agreements. See
 32 McAlary Declaration, ¶ 8.

33 **C. Auction and Transaction Election**

34 16. On April 27, 2023, this Court entered its *Order Establishing Bidding Procedures and*
 35 *Related Deadlines* [ECF No. 483] (the “Bid Procedures Order”).

17. Pursuant to the Bid Procedures Order, Debtor has selected a Stalking Horse Bidder
1 [ECF No. 473] and is conducting a marketing process, culminating in a potential auction on May 23,
2 2023. Debtor, in consultation with the Consultation Parties, will select the highest and best
3 transaction by June 5, 2023, and will proceed towards confirmation of *Debtor’s Chapter 11 Plan of*
4 *Reorganization Dated May 8, 2023* [ECF No. 528] (the “Toggle Plan”), based on the Winning Bid,
5 at the confirmation hearing set for June 28, 2023 (the “Confirmation Hearing”). Which Leases will
6 be assumed and/or assigned to the Winning Bidder (or otherwise rejected) will not be determined
7 until confirmation of the Toggle Plan, and the assumption and/or assignment will not take place until
8 the Effective Date of such confirmed Toggle Plan (which will occur only when the order confirming
9 the Toggle Plan (the “Confirmation Order”) becomes a final order).

11 18. Accordingly, Debtor seeks to extend the deadline to assume or reject the Leases until
12 July 14, 2023, which Debtor anticipates will be shortly after the Effective Date of the Toggle Plan.

III.

LEGAL ARGUMENT

A. Cause Exists to Extend the 365(d)(4) Deadline.

Section 365(d)(4) of the Bankruptcy Code provides that:

(A) Subject to subparagraph (B), an unexpired lease of nonresidential real property under which the debtor is the lessee shall be deemed rejected, and the trustee shall immediately surrender that nonresidential real property to the lessor, if the trustee does not assume or reject the unexpired lease by the earlier of -

- (i) the date that is 120 days after the date of the order for relief; or
- (ii) the date of the entry of an order confirming a plan.

(B) (i) The court may extend the period determined under subparagraph (A), prior to the expiration of the 120-day period, for 90 days on the motion of the trustee or lessor for cause.

(ii) If the court grants an extension under clause (i), the court may grant a subsequent extension only upon prior written consent of the lessor in each instance.

1 11 U.S.C. § 365(d)(4). Thus, the Court can, for cause, order a 90-day extension of the initial 120-
 2 day period during which a debtor in possession must assume or reject nonresidential real property
 3 leases (the “365(d)(4) Deadline”).

4 In this case, the 365(d)(4) Deadline falls on June 7, 2023. Debtor seeks to extend the 365(d)(4)
 5 Deadline by only 37 days to July 14, 2023 (without prejudice to its right to seek further extensions),
 6 which Debtor anticipates should be shortly after the Effective Date of a confirmed Plan.

7 Many courts have discussed what generally constitutes sufficient cause to extend the time
 8 period within which a debtor may assume, assume and assign, or reject an unexpired nonresidential
 9 lease. In *In re Wedtech Corp.*, 72 B.R. 464 (Bankr. S.D.N.Y. 1987), the Court cited the following
 10 factors, among others, to determine whether “cause” existed:

- 11 (i) where the lease is an important asset of the estate, such that the decision
 to assume or reject it would be central to any plan;
- 12 (ii) where the debtor has had insufficient time to intelligently appraise its
 financial situation and the potential value of the lease in terms of a potential plan; and
- 13 (iii) the existence of any other facts indicating the lack of reasonable time
 to decide whether to assume or assign a lease.

14 *Id.* at 471-72. The Bankruptcy Appellate Panel for the Ninth Circuit endorsed the foregoing
 15 multifaceted approach to requests for an extension under section 365(d)(4) of the Bankruptcy Code.
 16 See *In re Victoria Station Inc.*, 88 B.R. 231, 236 n.7 (Bankr. 9th Cir. 1988) (“There are numerous
 17 important factors in support of and against an extension of time. . . . These factors include, whether
 18 the leases are the primary assets of the debtor, whether the lessor continues to receive rental payments,
 19 and whether the case is exceptionally complex and involves a large number of leases.”), *aff’d*, 875
 20 F.2d 1380 (9th Cir. 1989).

21 Cause for an extension of the 365(d)(4) Deadline exists here because Debtor is proceeding
 22 apace to confirmation of the Toggle Plan based on a Winning Bid (which will only be selected by
 23 June 5, 2023), the terms of which will determine which Leases the Winning Bidder will require be
 24 assumed and/or assigned (or otherwise rejected). The Confirmation Hearing is scheduled for June 28,
 25 2023; assuming the Confirmation Order is entered that same day, it will not become final, and the
 26 Effective Date will not occur, until July 13, 2023.

1 Based on the foregoing, Debtor submits that good cause exists for the requested extension
2 until July 14, 2023, and such extension is in the best interest of the Estate.

IV.

NOTICE

5 Debtor is providing notice of this Motion by electronic mail and via U.S. mail to the following:
6 (a) the Office of the United States Trustee; (b) Debtor's secured lenders; (c) counterparties to the
7 Leases; (d) counsel to the Committee; and (e) the parties that have requested notice in this case.

V.

CONCLUSION

0 WHEREFORE, for all of the foregoing reasons, Debtor respectfully requests that this Court
1 enter an Order, substantially in the form attached hereto as **Exhibit 1**: (a) granting the Motion;
2 (b) extending the 365(d)(4) Deadline for an additional period for an additional thirty-seven day period
3 through and including July 14, 2023; and (c) granting such other and further relief as this Court deems
4 appropriate.

5 Dated this 8th day of May, 2023.

FOX ROTHSCHILD LLP

By: /s/Brett Axelrod
BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Counsel for Debtor

EXHIBIT 1
PROPOSED ORDER

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
ZACHARY T. WILLIAMS, ESQ.
Nevada Bar No. 16023
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
zwilliams@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

Case No. BK-23-10423-mkn

CASH CLOUD, INC.,
dba COIN CLOUD,

Chapter 11

Debtor.

**ORDER EXTENDING DEADLINE
TO ASSUME, ASSUME AND
ASSIGN, OR REJECT UNEXPIRED
NONRESIDENTIAL REAL
PROPERTY LEASES PURSUANT TO
11 U.S.C. § 365(d)(4)**

Hearing Date:
Hearing Time:

1 The Court, having reviewed and considered Debtor's *Motion for Order Extending Deadline*
2 *to Assume, Assume and Assign, or Reject Nonresidential Real Property Leases Pursuant to 11 U.S.C.*
3 *§ 365(d)(4)* (the "Motion")¹ for an order seeking an extension of the time to assume, assume and
4 assign, or reject all of the Debtor's non-residential real property leases, including those listed on
5 **Exhibit A** hereto (the "Leases"),² as set forth in greater detail in the Motion; and upon consideration
6 of the McAlary Declaration and arguments of counsel; and the Court having jurisdiction to consider
7 the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the
8 Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and
9 venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice
10 of the Motion having been provided; and it appearing that no other or further notice need be provided;
11 and the Court having determined that the relief sought in the Motion is in the best interests of Debtor,
12 its creditors and all other parties in interest; and the Court having determined that the legal and factual
13 bases set forth in the Motion establish just cause for the relief granted herein; and upon all the
14 proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,
15 it is hereby,

16 **ORDERED** that the Motion is **GRANTED** in its entirety; and

17 **IT IS FURTHER ORDERED** that Debtor's time to assume or reject the Leases is extended
18 through and including July 14, 2023; and

19 **IT IS FURTHER ORDERED** that this Order is without prejudice to the rights of Debtor to
20 seek further extensions of the period in which Debtor may assume or reject the Leases; and

21 **IT IS FURTHER ORDERED** that this Order is without prejudice to the rights of the
22 counterparties to the Leases to seek a reduction or termination of the period in which Debtor may
23 assume or reject a Lease; and

24 **IT IS FURTHER ORDERED** that this Order is without prejudice to the rights of Debtor to

25 ¹ All capitalized, undefined terms shall have the meanings ascribed to them in the Motion.

26 ² Nothing herein shall be construed as evidence that any of the Leases: (a) is actually a
27 "lease," "license" or "executory contract" within the meaning of Bankruptcy Code § 365 and other
28 applicable law; or (b) has not expired, been terminated, or otherwise is not currently in full force
and effect.

1 dispute, among other things, the validity, status, characterization, or enforceability of any or all of the
2 Leases;

3 **IT IS FURTHER ORDERED** that this Court shall retain jurisdiction to hear and determine
4 all matters arising from the implementation or interpretation of this Order; and

5 **IT IS FURTHER ORDERED** that notice of the Motion as provided therein shall be deemed
6 good and sufficient notice of the Motion.

7
8 Prepared and Respectfully Submitted by:

9 **FOX ROTHSCHILD LLP**

10 By: /s/Brett Axelrod
11 BRETT A. AXELROD, ESQ.
12 Nevada Bar No. 5859
13 NICHOLAS A. KOFFROTH, ESQ.
14 Nevada Bar No. 16264
15 ZACHARY T. WILLIAMS, ESQ.
16 Nevada Bar No. 16023
17 1980 Festival Plaza Drive, Suite 700
18 Las Vegas, Nevada 89135
19 *Counsel for Debtor*

20 APPROVED/DISAPPROVED:

21 **OFFICE OF THE UNITED STATES TRUSTEE**

22 By: _____
23 Jared A. Day,
24 Trial Attorney for United States Trustee,
25 Tracy Hope Davis
26
27
28

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 9021

In accordance with Local Rule 9021, counsel submitting this document certifies as follows:

- The Court has waived the requirement of approval in LR 9021(b)(1).
- No party appeared at the hearing or filed an objection to the motion.
- I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below:

Jared A. Day, Trial Attorney, Office
of the United States Trustee

I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

#

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

Exhibit A to this Order may be (i) viewed and downloaded free of charge at Debtor's case website (<https://cases.stretto.com/CashCloud>), or (ii) obtained by written request to Stretto at Cash Cloud, Inc. c/o Stretto, 410 Exchange, Suite 100 Irvine, CA 92602, or by email at TeamCoinCloud@stretto.com; or (iii) by telephone at (720) 792-9194 (toll free) or (888) 940-5992 (international).

Exhibit F

1 BRETT A. AXELROD, ESQ.
 2 Nevada Bar No. 5859
 3 NICHOLAS A. KOFFROTH, ESQ.
 4 Nevada Bar No. 16264
 5 ZACHARY T. WILLIAMS, ESQ.
 6 Nevada Bar No. 16023
7 FOX ROTHSCHILD LLP
 8 1980 Festival Plaza Drive, Suite 700
 9 Las Vegas, Nevada 89135
 10 Telephone: (702) 262-6899
 11 Facsimile: (702) 597-5503
 12 Email: baxelrod@foxrothschild.com
 13 nkoffroth@foxrothschild.com
 14 zwilliams@foxrothschild.com
Counsel for Debtor

10
 11 **UNITED STATES BANKRUPTCY COURT**

12 **DISTRICT OF NEVADA**

13 In re

14 CASH CLOUD, INC.,
 15 d/b/a COIN CLOUD,
 16 Debtor.

17 Case No. BK-23-10423-mkn

18 Chapter 11

19 **NOTICE OF BIDDING PROCEDURES
 AND DEADLINES**

20 Hearing Date: June 28, 2023

21 Hearing Time: 10:30 a.m. (Pacific Time)

22
 23
 24
 25
 26
27 PLEASE TAKE NOTICE THAT on April 7, 2023, Cash Cloud, Inc., d/b/a Coin Cloud (the
 28 “Debtor”), debtor and debtor in possession in the above-captioned chapter 11 case (the “Chapter 11
 Case”), under chapter 11 of the United States Bankruptcy Code 11 U.S.C. §§ 101 et seq. (the
 “Bankruptcy Code”), filed *Debtor’s Motion for Entry of an Order: (A) Approving Auction and*
Bidding Procedures for Potential Plan Sponsors or the Purchase of Substantially All of the Debtor’s
Assets; (B) Approving Form Notice to Be Provided to Interested Parties; and (C) Scheduling a
Hearing to Consider Approval of the Highest and Best Transaction, Cure Objections, and
Confirmation of the Proposed Toggle Plan [Docket No. 392] (the “Motion”)¹ with the United States
 Bankruptcy Court for the District of Nevada (the “Court”) pursuant to Bankruptcy Code sections
 105(a), 363, and 365, Bankruptcy Rules 2002, 6004, and 6006, for entry of an order: (i) approving
 and authorizing proposed bidding procedures to select the value-maximizing transaction (a

27
 28 ¹ All capitalized terms used herein and not otherwise defined herein shall have the respective
 meanings ascribed to them in the Motion or in the Bidding Procedures, as applicable.

1 “Transaction”) which may include (a) sponsoring a proposed plan of reorganization (the
 2 “Reorganization Plan”) for Debtor, or (b) purchasing substantially all of Debtor’s assets pursuant to
 3 § 363 (a potential Reorganization Plan sponsor or Sale purchaser, each a “Bidder”); (ii) approving
 4 and authorizing an auction process (the “Auction”) to select the Bidder proposing the highest and
 5 best Transaction in accordance with the Bidding Procedures; (iii) approving the form and manner of
 6 notice of the bidding procedures (the “Bidding Procedures Notice”); (iv) approving the form and
 7 manner of notice of potential assumption of certain executory contracts and unexpired leases and
 8 related cure amounts (the “Cure Notice”); (v) scheduling a hearing to confirm or approve, as
 9 applicable, the Transaction and confirm Debtor’s Toggle Plan to be funded by such Transaction (the
 10 “Transaction Hearing”); and (vi) granting Debtor such other and further relief as is just and
 11 appropriate under the circumstances.

1 **PLEASE TAKE FURTHER NOTICE THAT** on April 27, 2023, the Court entered an
 2 *Order Establishing Bidding Procedures and Related Deadlines* [Docket No. 483] (the “Bidding
 3 Procedures Order”), approving the bidding procedures annexed as Exhibit A thereto (the “Bidding
 4 Procedures”), authorizing Debtor to employ the Bidding Procedures, and directing Debtor to send out
 5 this Bidding Procedures Notice.

1 **PLEASE TAKE FURTHER NOTICE THAT** Debtor designated the Stalking Horse and
 2 filed the Stalking Horse Bid on April 25, 2023 [Docket No. 473]. Pursuant to the Bidding Procedures
 3 Order, if Debtor receives a Qualified Bid in addition to the Stalking Horse Bid by May 19, 2023, at
 4 5:00 p.m. (Pacific Time) (the “Bid Deadline”), Debtor shall conduct the Auction on May 23, 2023
 5 commencing at 9:00 a.m. (Pacific Time) at the offices of Fox Rothschild, 1980 Festival Plaza Drive,
 6 Suite 700, Las Vegas, Nevada 89135, or at such later date and time and at such alternative location
 7 (including by remote videoconference or telephonic means noticed to the Qualified Bidders) as
 8 Debtor may determine or the Bankruptcy Court may direct. If Debtor does not receive at least one
 9 Qualified Bid (in addition to the Stalking Horse Bid) by the Bid Deadline, Debtor may not conduct
 10 the Auction.

1 **PLEASE TAKE FURTHER NOTICE** that, as set forth above, **the Bid Deadline is May**
 2 **19, 2023, at 5:00 p.m. (Pacific Time)**. A Potential Bidder that desires to submit a Bid is required,
 3 under the Bidding Procedures and the Bidding Procedures Order, to deliver its Qualified Bid and all
 4 materials required in connection therewith (as fully set forth in the Bid Procedures) no later than the
 5 Bid Deadline. Any person or entity that does not submit a Bid by the Bid Deadline (as may be
 6 extended pursuant to the Bidding Procedures) shall not be permitted to participate in the Auction.

1 **PLEASE TAKE FURTHER NOTICE** that all objections to the adequacy of the Winning
 2 Bid or the Back-Up Bid must be submitted on or before June 12, 2023, at 5:00 p.m. (Pacific Time).

1 **PLEASE TAKE FURTHER NOTICE THAT** on or before May 29, 2023, Debtor shall
 2 serve the Cure Notices upon the Counterparties to contracts and leases.

1 **PLEASE TAKE FURTHER NOTICE THAT** all Counterparties who object to the Cure
 2 Amount stated in the Cure Notice, or the ability of Debtor to assume and/or assign a contract or lease,
 3 must file such objections on or before June 12, 2023, by 5:00 p.m. (Pacific Time) (the “Contract
 4 Objection Deadline”).

1 **PLEASE TAKE FURTHER NOTICE THAT** Debtor, or any other party, shall file any
 2 replies to any Contract Objections on or before June 19, 2023, by 5:00 p.m. (Pacific Time) (the “Cure
 3 Reply Deadline”).

4 **PLEASE TAKE FURTHER NOTICE THAT** the Court shall conduct a hearing (the
 5 “Contract Hearing”) to resolve any and all disputes as to Cure Amounts or Debtor’s assumption
 6 and/assignment of any contract or lease on June 28, 2023 at 10:30 a.m. (Pacific Time), at the United
 7 States Bankruptcy Court, Courtroom 2, 300 Las Vegas Boulevard South, Las Vegas, Nevada, which
 8 may be continued, upon Debtor’s request, to a later date.

9 **PLEASE TAKE FURTHER NOTICE THAT** the Court shall conduct a hearing
 10 (“Transaction Hearing”) concerning approval of the Winning Bid and Back-Up Bid on June 28, 2023,
 11 at 10:30 a.m. (Pacific Time), at the United States Bankruptcy Court, Courtroom 2, 300 Las Vegas
 12 Boulevard South, Las Vegas, Nevada, which may be continued, upon Debtor’s request, to a later date.

13 **PLEASE TAKE FURTHER NOTICE THAT** any person or entity wishing to submit a Bid
 14 is urged to review the Bidding Procedures, the Bidding Procedures Order, and the Motion. Copies
 15 of the Motion and the Bidding Procedures Order, including the Bidding Procedures annexed as
 16 Exhibit A to the Bidding Procedures Order, may be reviewed (a) during regular Court hours at the
 17 United States Bankruptcy Court, 300 Las Vegas Boulevard South, Las Vegas, Nevada,
 18 (b) electronically at www.nvb.uscourts.gov, the official website for the Court, (c) on the website for
 19 Debtor’s claims agent Stretto, Inc., at <https://cases.stretto.com/CashCloud>, or (d) upon written request
 20 to counsel for Debtor, Fox Rothschild LLP, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada
 21 89135, Attention: Patricia Chlum, Paralegal, email: pchlum@foxrothschild.com.

22 DATED this 28th day of April 2023.

23 **FOX ROTHSCHILD LLP**

24 By: /s/Brett A. Axelrod

25 BRETT A. AXELROD, ESQ.

26 Nevada Bar No. 5859

27 NICHOLAS A. KOFFROTH, ESQ.

28 Nevada Bar No. 16264

1 ZACHARY T. WILLIAMS, ESQ.

2 Nevada Bar No. 16023

3 1980 Festival Plaza Drive, Suite 700

4 Las Vegas, Nevada 89135

5 *Counsel for Debtor*